

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): _____

Chapter 11☐ Check if this is an amended filingOfficial Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Goodman Networks Incorporated

2. All other names debtor used in the last 8 years Multiband 401(k) Retirement Plan, Multiband Corporation, Multiband MDU Incorporated
Multiband EWS, Inc., Multiband EWM, Inc., Multiband Digital Universe, Inc.

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 74-2949460

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

2801 Network Blvd.

Number Street

Number Street

Suite 300

P.O. Box

Frisco, Texas 75034

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Collin County, Texas

County

Number Street

City State Zip Code

5. Debtor's website (URL) http://goodmannetworks.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor Goodman Networks Incorporated
Name

Case number (if known) _____

7. Describe debtor's business**A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
5179 (Other Telecommunications)

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check One:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No☐ Yes.

District _____

When _____

MM/DD/YYYY

Case number _____

If more than 2 cases, attach a separate list.

District _____

When _____

MM/DD/YYYY

Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Southern District of Texas

When

3/13/2017

List all cases. If more than 1, attach a separate list.

Case number, if known _____

MM / DD / YYYY

Debtor **Goodman Networks Incorporated**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City State Zip Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---------------------------------------------------|--------------------------------------------|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|------------------------------------------------|-----------------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Goodman Networks Incorporated Case number (if known) _____
 Name

16. Estimated liabilities

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 3/13/2017
 MM/ DD / YYYY

X

/s/ John Debus

Signature of authorized representative of debtor

John Debus

Printed name

Title Interim Chief Financial Officer

18. Signature of attorney

X

/s/ Stephen M. Pezanosky

Signature of attorney for debtor

Date

3/13/2017

MM/ DD/YYYY

Stephen M. Pezanosky

Printed name

Haynes and Boone LLP

Firm name

2323 Victory Avenue, Suite 700

Number Street

Dallas

City

Texas

State

75219

ZIP Code

(214) 651-5000

Contact phone

stephen.pezanosky@haynesboone.com

Email address

15881850

Bar number

Texas

State

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if
known):

Chapter 11

☐ Check if this is an
amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Goodman Networks Incorporated.

- Goodman Networks Incorporated
- Multiband Field Services, Inc.
- Goodman Networks Services, LLC

Goodman Networks Incorporated

RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS

MARCH 13, 2017

The Board of Directors of Goodman Networks Incorporated took the following actions and adopted the following resolutions pursuant to the bylaws of Goodman Networks Incorporated:

WHEREAS, the board of directors (the “Board”) of Goodman Networks Incorporated (the “Company”) reviewed the materials presented by the Company’s management and advisors regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s businesses, creditors, and other parties in interest;

WHEREAS, the Board has had the opportunity to consult with the Company’s management team and financial and legal advisors and fully consider each of the strategic alternatives available to the Company;

WHEREAS, pursuant to the direction of the Board, the Company’s management and advisors engaged in good-faith negotiations with the Company’s senior secured noteholders and stockholders regarding the terms of a comprehensive restructuring as set forth in that certain Restructuring Support and Forbearance Agreement dated as of January 24, 2017 (as amended, the “Restructuring Support Agreement”);

WHEREAS, the Board, based on its business judgment and acting in the best interests of the Company, its creditors, and other parties in interest, authorized the Company to enter into the Restructuring Support Agreement with certain participating secured noteholders and Company stockholders;

WHEREAS, pursuant to the direction of the Board, the Company’s management and advisors engaged in good-faith negotiations with the Company’s senior secured noteholders over the terms of the *Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization* (the “Prepackaged Plan”);

WHEREAS, the Board, on March 1, 2017, based on its business judgment and acting in the best interests of the Company, its creditors, and other parties in interest, approved the Prepackaged Plan and disclosure statement related thereto for solicitation of votes from the holders of the secured notes claims and holders of the Company common stock entitled to vote on the Prepackaged Plan and for filing with the United States Bankruptcy Court for the Southern District of Texas, if and when appropriate, and solicitation of the Prepackaged Plan commenced on March 3, 2017;

WHEREAS, the Board, on November 21, 2016, based on its business judgment and acting in the best interests of the Company, its creditors, shareholders, and other parties in interests, has authorized the Company to retain the services of FTI Consulting, Inc. and appoint John Debus as the Company's interim Chief Financial Officer; and

WHEREAS, the deadline for the receipt of votes to accept or reject the Prepackaged Plan is April 3, 2017.

I. Voluntary Petition under the Provisions of Chapter 11 of the United States Bankruptcy Code

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”); and

RESOLVED, that the officers of the Company (the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings, and other papers or documents as necessary to commence the chapter 11 case and obtain chapter 11 relief, and to take any and all further acts and deeds that they deem necessary, proper, and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such chapter 11 case;

II. Retention of Professionals

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Haynes and Boone, LLP as local bankruptcy counsel and as special corporate counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay

appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Haynes and Boone, LLP;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Jefferies LLC as financial advisor and investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Jefferies LLC;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants, LLC as noticing, claims, and balloting agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants, LLC;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ FTI Consulting, Inc., to continue to assist the Company in carrying out its duties under the Bankruptcy Code, to provide the Company with an interim Chief Financial Officer, who shall be John Debus, along with certain additional personnel, as restructuring advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, and in connection therewith the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed appropriate applications for authority to retain the services of FTI Consulting, Inc.;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ June Creek Interests, as crisis manager, to continue to assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, and in connection therewith the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed appropriate applications for authority to retain the services of June Creek Interests;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate

retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

III. Cash Collateral and Adequate Protection

RESOLVED, that, in connection with the commencement of the Chapter 11 Cases, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, is authorized and directed to seek approval of a cash collateral order in interim and final form (a “Cash Collateral Order”), and any Authorized Officer be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, necessary to implement the Cash Collateral Order, as well as any additional or further agreements for the use of cash collateral in connection with the Company’s Chapter 11 Cases, which agreement(s) may require the Company to grant liens to the Company’s existing secured noteholders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Signatory approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

IV. Further Actions and Prior Actions

RESOLVED, that all members of the Board have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice;

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers’ judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified; and

RESOLVED, that each of the Authorized Officers (and their designees and delegates) be and hereby are authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member or managing member of each direct subsidiary of the Company, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

* * * * *

The undersigned hereby certify as follows:

1. I am a duly qualified and appointed officer of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company.
2. Attached hereto is a true, complete, and correct copy of the resolutions duly adopted by the Board in accordance with the Company's bylaws.
3. Such resolutions have not been amended, altered, annulled, rescinded, or revoked and are in full force and effect as of the date hereof. There exists no other subsequent resolution of the Board relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 13th day of March 2017.

A handwritten signature in black ink, appearing to be 'J. Goodman', written over a horizontal line.

By: _____

Name: John Goodman

Title: Chief Executive Officer

Fill in this information to identify the case:Debtor name Goodman Networks Incorporated, et al.United States Bankruptcy Court for the: Southern District of Texas

Case number (If known): _____ (State)

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured claim
1	Texas Comptroller of Public Accounts 111 East 17th Street Austin, TX 78714-9354	Name: General Counsel Tel: 800-252-5555 Fax: 512-463-4902 Email:	Sales Tax	C/U/D			\$34,448,000.00
2	Directv, Inc. (AT&T) 2230 E. Imperial Hwy El Segundo, CA 90245	Name: Todd Bartlett Tel: 303-712-4402 Fax: Email: tdbartlett@directv.com	Trade				\$11,607,241.94
3	Donlen Corporation c/o JP Morgan Chase Bank Lock Box 70042 Chicago, IL 60673-0042	Name: Pat Mazzone Tel: 847-412-5381 Fax: Email: info@donlen.com	Trade				\$1,868,100.00

¹ The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured claim
4	Talon7, LLC 7701 E Kellogg Dr, Ste 890 Wichita, KS 67207	Name: Tara Callahan Tel: 954-809-1852 Fax: Email: tcallahan@talon7.com	Trade				\$1,252,483.24
5	Morrow Meadows Corporation 1050 Bing Street San Carlos, CA 94070	Name: Jason Alvarez Tel: 650-634-0682 Fax: 650-634-0683 Email: jalvarez@morrow-meadows.com	Trade				\$722,325.58
6	Duane Morris LLP 30 S. 17 th Street Philadelphia, PA 19103	Name: Brian A Pitts Tel: 215-979-1502 Fax: 215-979-1020 Email: BPitts@duanemorris.com	Trade				\$611,072.95
7	Alliance Communication Cables, Inc 70 Demarest Dr Wayne, NJ 07470-6702	Name: Stephen Diotte Tel: 905-817-9243 Fax: 905-821-8032 Email: sdiotte@alliancecomm.com	Trade				\$595,164.23
8	DW Direct 14608 Riverside Dr. Apple Valley, CA 92307	Name: Daniel Wilson Tel: 760-559-0318 Fax: Email: danielwilson@dwdirectinc.com	Trade				\$533,525.07
9	Empath 301 Commerce Drive Moorestown, NJ 08057	Name: Robert Halgas Tel: 856-642-0008 Fax: Email: rch@rchcable.com	Trade				\$546,738.96

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured claim
10	Calltek Center International Incorporated 2640 Main St Irvine, CA 92614	Name: Ken Wang Tel: 949-268-9199 Fax: Email: ken_wang@mail2.calltekcenter.com	Trade				\$410,863.92
11	Bullseye Supply Group LLC 322 Orchard Avenue St. Louis, MO 63119	Name: Mark O'Neal Tel: 314-484-1904 Fax: Email: mark@bullseyesupplygroup.com	Trade				\$763,230.21
12	Kcom FlexForce LLC 701 B St., Suite 1350 San Diego, CA 92101	Name: Finance Tel: 619-330-3100 Fax: 619-330-3109 Email: Jackeline.lopez@kineticom.com	Trade				\$324,605.60
13	Next Solutions 546 Brandies Circle, Ste. 101 Murfreesboro, TN 37128	Name: Morgan McChesney Tel: 615-546-4819 Fax: Email: hrsupport@nextsolutionllc.com	Trade				\$304,437.66
14	Experis US, Inc 29973 Network Place Chicago, IL 60673-1299	Name: Kimberly Purdy Tel: 480-777-6718 Fax: 480-777-6601 Email: Kimberly.Purdy@manpowergroup.com	Trade				\$285,148.17
15	Perley Cable Construction Inc. 1295 Lourdes Rd Metamora, IL 61548	Name: James L Perley Tel: 309-208-1696 Fax: 309-383-2657 Email: jim@pccigroup.com	Trade				\$250,000.00

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured claim
16	Perfect 10 3901 Progress St North Little Rock, AR 72114	Name: Krystal Ready Tel: 800-205-8620 ext 3027 Fax: Email: krystal.ready@perfect-vision.com	Trade				\$389,085.96
17	Starlight Communications 240b Friendship Ave. Hellam, PA 17406	Name: Hany Romany Tel: 717-608-9723 Fax: Email: hanyromany@aol.com	Trade				\$297,998.31
18	Marconi Development Group, LLC 9185 Paysphere Circle Chicago, IL, 60674	Name: Geetha Jay Tel: 508-333-6169 Fax: Email: geetha.jay@marconidgroup.com	Trade				\$198,640.00
19	MJ Underground 1127 W. Larona Ln Tempe, AZ 85284	Name: Matt Espalin Tel: 706-994-9992 Fax: Email: mespalin@hotmail.com	Trade				\$193,140.00
20	B.I.T. Services LLC 384 VZ County Road 3432 Wills Point, TX 75169-7200	Name: Raymond Redding Tel: 469-853-9894 Fax: Email: rredding@bitservicesllc.com	Trade				\$154,181.07
21	Southern Tower LLC 1220 Mcmillan St E Talladega, AL 35160	Name: Kristina Gunter Tel: 912-398-6326 Fax: Email: info@southern-towers.com	Trade				\$153,819.00

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured claim
22	AT&T Mobility 188 Inverness Dr. West Suite 400 Englewood, CO 80112	Name: John Vascil Tel: 214-679-7886 Fax: Email: john.vascil@att.com Name: Sean Burke Tel: 972-470-7420 Fax: Email: smburke@att.com	Trade				\$140,000.00
23	Fiberlink USA LLC 7360 E. Acoma Dr. Suite #9 Scottsdale, AZ 85260	Name: Robert F. Leibmann Tel: 480-819-9999 Fax: 480-699-9540 Email:	Trade				\$136,993.00
24	Gallagher Bassett Service Incorporated 15763 Collections Center Dr Chicago, IL, 60693	Name: Michelle Johnson Tel: 972-728-1123 Fax: 844-651-8990 Email: michelle_johnson@gbtpa.com	Trade				\$124,700.00
25	KPMG LLP 123 Town Square Pl Jersey City, NJ 07310	Name: Vincent Remigio Tel: 214-840-2258 Fax: 214-853-4216 Email: vincentremigio@kpmg.com	Trade				\$123,650.00
26	Tessco 11126 McCormick Rd Hunt Valley, MD 21031	Name: Sean Conran Tel: 410-229-1392 Fax: Email: Conran@tessco.com	Trade				\$113,880.20
27	US Instrument Services 1607 Hart St. Suite 200 Southlake, TX 76092	Name: Cliff Chapman Tel: 817-481-1666 Fax: 817-51-0391 Email: cliff@us-instrument.com	Trade				\$105,719.66

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditorcontact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured claim
28	RSM US LLP 5155 Paysphere Circle Chicago, IL 60674	Name: Denise Curtis Tel: 972-764-7006 Fax: 972-764-7111 Email: denise.curtis@rsmus.com	Trade				\$98,709.50
29	Gallagher Bassett 2 Pierce Place Itasca, IL 60143	Name: Amy King Tel: 630-285-3527 Fax: 630-285-4003 Email: Amy_King@gbtpa.com	Trade				\$87,000.00
30	Microsoft Corporation 1950 N. Stemmons Fwy Ste. 5010 LB #842467 Dallas, TX 75207	Name: Enver Venezuela Tel: 866-922-5136 Fax: Email: v-enz@microsoft.com	Trade				\$81,658.78

Fill in this information to identify the case and this filing:	
Debtor Name	Goodman Networks Incorporated, et al.
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

3/13/2017
MM/ DD/YYYY

☒ /s/ John Debus

Signature of individual signing on behalf of debtor

John Debus

Printed name

Interim Chief Financial Officer

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
GOODMAN NETWORKS INCORPORATED,)	
)	Case No. 17-_____ (___)
Debtor.)	
)	

LIST OF EQUITY SECURITY HOLDERS¹

Equity Holders	Address of Equity Holder	Percentage of Equity Held
Jason Goodman	[Redacted]	14.6%
Jonathan Goodman	[Redacted]	14.1%
John Goodman	[Redacted]	14.1%
James Goodman	[Redacted]	11.5%
Joseph Goodman	[Redacted]	8.2%
Ron Hill	[Redacted]	6.6%
John Goodman Family Trust	[Redacted]	5.5%
Alcatel-Lucent USA Inc.	600 Mountain Avenue Murray Hill, NJ 07974	5.2%
The Stephens Group, LLC	100 Morgan Keegan Drive, Suite 500 Little Rock, AR 72202a	4.8%
Jonathan Goodman Family Trust	[Redacted]	2.4%
William Darkwah	[Redacted]	2.2%
Scott Picket	[Redacted]	2.1%
Gabriela Sutto Goodman Family Trust	[Redacted]	2.0%
Joseph Marc Goodman Trust	[Redacted]	2.0%
Cayenne Soni Goodman Family Trust	[Redacted]	1.7%
SEP Trust	[Redacted]	1.0%
Skip Hulett	[Redacted]	0.7%
The Goodman Foundation	[Redacted]	0.5%
Alarica Pickett Trust	[Redacted]	0.3%
Pickett Trust	[Redacted]	0.3%

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

Fill in this information to identify the case and this filing:	
Debtor Name	Goodman Networks Incorporated
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

3/13/2017
MM/ DD/YYYY

☒ /s/ John Debus

Signature of individual signing on behalf of debtor

John Debus

Printed name

Interim Chief Financial Officer

Position or relationship to debtor